

DRAFT PROFFERS**TITAN AMERICA LLC****RZ 2012-MA-012****October 31, 2012**

Pursuant to Section 15.2-2303 (a) of the Code of Virginia, 1950, as amended, and subject to the Board of Supervisors approving a rezoning of the property identified as Tax Map 80-2 ((1)) 33 part (hereinafter referred to as the "Application Property") from the C-8 and R-2 Districts to the I-6 District, Titan America LLC (hereinafter referred to as the "Applicant"), for the owner, itself, and its successors and assigns, hereby proffers to the following conditions. If accepted, these proffers shall replace and supersede any previous proffers approved on the Application Property.

1. GENERALIZED DEVELOPMENT PLAN

- a. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the special exception plat/generalized development plan ("SE/GDP Plat") consisting of eleven (11) sheets, prepared by Charles P. Johnson & Associates, Inc., dated May 4, 2012 and revised through October 18, 2012.
- b. Minor modifications to the SE/GDP Plat may be permitted as determined by the Zoning Administrator in accordance with the provisions of Section 18-204 of the Zoning Ordinance. The Applicant reserves the right to modify the layout shown on the SE/GDP Plat at time of site plan based on final engineering and design provided that there is no decrease in the amount or location of open space or landscaping, or distances to peripheral lot lines, or increases in limits of clearing and grading or FAR as shown on the SE/GDP Plat.

2. TRANSPORTATION

- a. Density credit is reserved consistent with Section 2-308 of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or the Virginia Department of Transportation ("VDOT") pursuant to the Public Facilities Manual ("PFM"), at or prior to time of site plan approval.

3. LANDSCAPING AND OPEN SPACE

- a. The Applicant shall submit a landscape plan in conjunction with the site plan submitted on the Application Property. Plantings shall be installed in general conformance to the SE/GDP Plat and native species shall be incorporated to the extent feasible.

- b. Prior to site plan approval, the Applicant shall grant a conservation easement to Fairfax County, in a form as approved by the County Attorney, for the purpose of conserving and preserving that area depicted on the SE/GDP Plat as "Prop. Conservation Easement." The easement shall be recorded among the land records of Fairfax County. Prior to the granting of the conservation easement, the Applicant, in coordination with the Urban Forest Management Division, shall remove ash trees and/or invasive species from that area that will be subject to the easement.

4. SUCCESSORS AND ASSIGNS

These proffers will bind and inure to the benefit of the Applicant and its successors and assigns.

5. COUNTERPARTS

These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.

TITLE OWNER OF
Tax Map 80-2 ((1)) 33 part

CARLYLE PROPERTY HOLDINGS LLC

By: _____
Name: _____
Title: _____

[SIGNATURES CONTINUE ON NEXT PAGE]

APPLICANT/LESSEE OF
Tax Map 80-2 ((1)) 33 part

TITAN AMERICA LLC

By: _____

Name: _____

Title: _____

[SIGNATURES END]